

# **Exhibit 17**

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.  
The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM D**

**Notice of Exempt Offering of Securities**

**OMB APPROVAL**

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

**1. Issuer's Identity**

CIK (Filer ID Number) [0001537195](#)  
Name of Issuer [KHROS LIQUID OPPORTUNITIES FUND LTD.](#)  
Jurisdiction of Incorporation/Organization [CAYMAN ISLANDS](#)  
Year of Incorporation/Organization  
☐ Over Five Years Ago  
☒ Within Last Five Years (Specify Year) [2011](#)  
☐ Yet to Be Formed

Previous Names ☒ None

Entity Type  
☒ Corporation  
☐ Limited Partnership  
☐ Limited Liability Company  
☐ General Partnership  
☐ Business Trust  
☐ Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer [KHROS LIQUID OPPORTUNITIES FUND LTD.](#)  
Street Address 1 [C/O MAPLES CORPORATE SERVICES LIMITED](#)  
City [GRAND CAYMAN](#) State/Province/Country [CAYMAN ISLANDS](#) Street Address 2 [BOX 309, UGLAND HOUSE](#)  
ZIP/PostalCode [KY1-1104](#) Phone Number of Issuer [\(345\) 949-8066](#)

**3. Related Persons**

Last Name [Mayer](#) First Name [Rafael](#) Middle Name  
Street Address 1 [c/o Khronos LLC, 2 Grand Central Tower](#) Street Address 2 [140 East 45th Street, 28th Floor](#)  
City [New York](#) State/Province/Country [NEW YORK](#) ZIP/PostalCode [10017](#)  
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

[Mr. Mayer is a Director of the Issuer and a Managing Director of Khronos LLC, the Investment Manager of the Issuer.](#)

Last Name	First Name	Middle Name
Mayer	David	
Street Address 1	Street Address 2	
c/o Khronos LLC, 2 Grand Central Tower	140 East 45th Street, 28th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Mr. Mayer is a Managing Director of Khronos LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Levy	Daniel	E.
Street Address 1	Street Address 2	
c/o Khronos LLC, 2 Grand Central Tower	140 East 45th Street, 28th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Mr. Levy is a Managing Director of Khronos LLC, the Investment Manager of the Issuer.

Last Name	First Name	Middle Name
Di Capua	Piero	
Street Address 1	Street Address 2	
c/o Henley Capital (Costa Rica) S.R.L.	Edificio Condominio Meridiano, Piso #5	
City	State/Province/Country	ZIP/PostalCode
San Jose	COSTA RICA	10203
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Selzer	Herbert	M.
Street Address 1	Street Address 2	
Loeb Block & Partners, LLP	505 Park Avenue, 8th Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10022
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

#### 4. Industry Group

<input type="checkbox"/> Agriculture	<input type="checkbox"/> Health Care	<input type="checkbox"/> Retailing
<input type="checkbox"/> Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/>	

Pg 4 of 7

<input type="checkbox"/>	<input type="checkbox"/> Insurance	<input type="checkbox"/> Health Insurance	<input type="checkbox"/> Technology
<input type="checkbox"/>	<input type="checkbox"/> Investing	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/>	<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input checked="" type="checkbox"/>	<input type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input checked="" type="checkbox"/>	<input type="checkbox"/> Hedge Fund	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Travel
<input type="checkbox"/>	<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/>	<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/>	<input type="checkbox"/> Other Investment Fund	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
Is the issuer registered as an investment company under the Investment Company Act of 1940?		<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input type="checkbox"/>	<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/>	<input type="checkbox"/> Business Services		
<input type="checkbox"/>	<input type="checkbox"/> Energy		
<input type="checkbox"/>	<input type="checkbox"/> Coal Mining		
<input type="checkbox"/>	<input type="checkbox"/> Electric Utilities		
<input type="checkbox"/>	<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/>	<input type="checkbox"/> Environmental Services		
<input type="checkbox"/>	<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/>	<input type="checkbox"/> Other Energy		

**5. Issuer Size**

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input type="checkbox"/> Decline to Disclose		<input checked="" type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input checked="" type="checkbox"/> Investment Company Act Section 3(c)
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/>	

Pg 5 of 7

☐ Rule 504 (b)(1)(iii)☐ Section 3(c)(3)☐ Section 3(c)(11)☐ Rule 505☐ Section 3(c)(4)☐ Section 3(c)(12)☒ Rule 506(b)☐ Section 3(c)(5)☐ Section 3(c)(13)☐ Rule 506(c)☐ Section 3(c)(6)☐ Section 3(c)(14)☐ Securities Act Section 4(a)(5)☒ Section 3(c)(7)**7. Type of Filing**☐ New Notice Date of First Sale 2012-01-01 ☐ First Sale Yet to Occur☒ Amendment**8. Duration of Offering**Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No**9. Type(s) of Securities Offered (select all that apply)**☒ Equity☒ Pooled Investment Fund Interests☐ Debt☐ Tenant-in-Common Securities☐ Option, Warrant or Other Right to Acquire Another Security☐ Mineral Property Securities☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security☐ Other (describe)**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

☐ Yes ☒ No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$1,000,000 USD

**12. Sales Compensation**

Recipient

Recipient CRD Number ☒ None(Associated) Broker or Dealer ☒ None

(Associated) Broker or Dealer CRD Number

☒ None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

☐ All States☐ Foreign/non-US**13. Offering and Sales Amounts**Total Offering Amount USD or ☒ Indefinite

Total Amount Sold \$284,569 USD

Total Remaining to be Sold USD or ☒ Indefinite Pg 6 of 7

Clarification of Response (if Necessary):

**14. Investors**

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD ☐ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☒ Estimate

Clarification of Response (if Necessary):

The Issuer pays its Investment Manager an annual management fee of 1% of the Issuer's net asset value and fees to the directors not affiliated with the Investment Manager.

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
KHRONOS LIQUID OPPORTUNITIES FUND LTD.	/s/ Rafael Mayer	Rafael Mayer	Director	2015-12-18

*Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.